EXHIBIT D

Physicians' Online

███████Meeting

██████████████

Handout

Christian Mayaud, MD
Chief Executive Officer

Terrill Burnett
Chief Marketing Officer

"The success of managed care will probably depend on the ability ... to influence physicians' choices in the direction of increased value."

-- John K. Iglehart. Managed Care. *N Engl J Med* 1992; 327: 742.
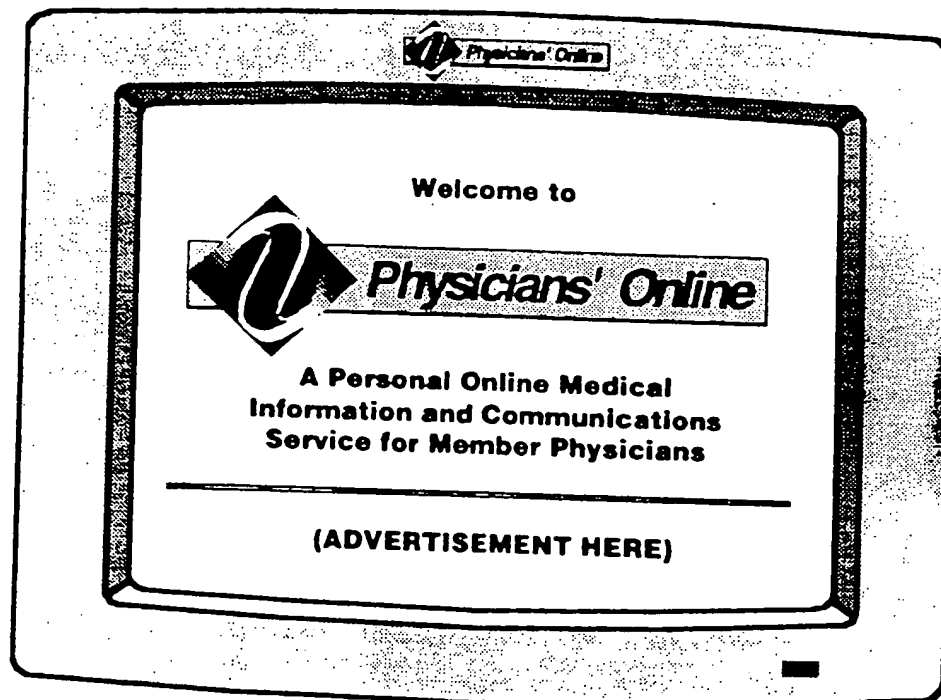
I - The Executive Summary

Physicians' Online is a personalized online medical information and communications service dedicated to empowering physicians with the tools essential to advance the quality and control the cost of health care through informed decision-making.

Physicians' Online ("Company") is an innovative new electronic medium designed to evolve into a comprehensive national medical information and communications network servicing the entire health care industry. The Company's online information products and communication services provide physicians with powerful tools to manage Medical Knowledge, Prescriptions, and Patients. *Physicians' Online* provides a distribution outlet for third-party produced information products and services. *Physicians' Online* also provides valuable proprietary information services to other industry participants including managed care organizations and the pharmaceutical industry.

Phase I - Medical Knowledge Management

Online medical information and communication services which are readily accessible and free of charge to member physicians through optional online advertising support. The Company has assembled the most powerful, yet user-friendly, collection of medical information tools available from leading third-party sources. The core information products target three key areas of identified information need, including medical literature (MEDLINE), medical diagnosis (QMR), and drug information (USP). *Physicians' Online* is being developed in cooperation with major medical societies, pharmaceutical manufacturers & marketing organizations, hospitals, managed care organizations, and leading technology & third-party content providers.

Implementation: 1993 through 1994

Phase II - Prescription Management

Online prescription fulfillment and cost containment programs made possible through the use of "Smart Electronic Prescription Pads" (PDAs). This network is being developed in cooperation with managed care organizations, hospitals, pharmacists, pharmaceutical distributors, leading technology providers, and other health-care participants.

Implementation: 1994 through 1996

Phase III - Patient Management

Online patient information for efficient retrieval and transaction processing resulting in enhanced clinical and administrative efficiency and cost-containment. This network is being developed in cooperation with corporate employee benefits programs, private health insurance carriers, out-patient laboratories, electronic claims processors, installment credit organizations, hospitals, and other health care participants.

Implementation: 1995 through 1997

The Company's competitive advantage is based on its ability to attract physician use. Founded by practicing physicians with extensive experience delivering practical information products to busy clinicians, the Company has developed a market-driven product strategy designed to win maximum professional acceptance and use. The Company is establishing critical strategic alliances with leading participants in every major health care market segment. The Company is currently working with several leading content and service providers to develop new products and services for this expanding multi-billion dollar market opportunity.

Physicians' Online: 5 Year Plan

To empower physicians with the tools essential to advance the quality and control the cost of health care through informed decision-making.

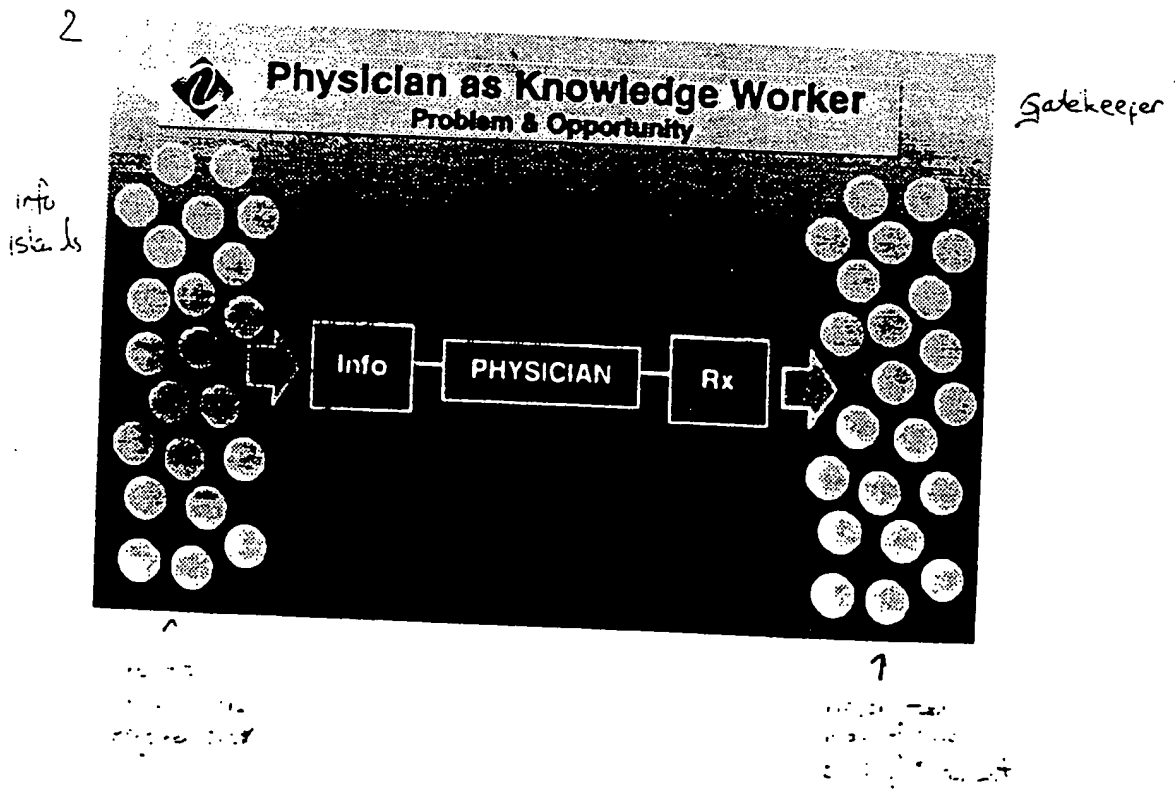|	Phase I	Phase II	Phase III
Time Frame	0 - 2 yr	1 - 4 yr	3 - 5 yr
Essential Tools	Medical Knowledge Management	Prescription Management	Patient Management
Vehicle	Physicians' Online	Pharmacists' Online Pharm Reps' Online Formularies Online Managed Care Online	National Health Card Network
Potential Membership	500,000 physicians 10,000 pharmaceutical execs	300,000 physician offices 100,000 pharmacies 50,000 drug reps	250 million patients 10,000 hospitals other health care participants
Core Markets	MEDLINE Rx Micromarketing	Prescription Fulfillment Rx Cost-Containment	Patient Administration Cost-Containment Programs
Market Size	$50 million / $7 billion	>$70 billion	>$500 billion
Market Size/MD	$1000 / $15,000	>$150,000	>$1,000,000
Secondary Markets	• Clinical Databases • Decision-Support Tools • News & Financial Services • Special Interest Forums • other areas of identified need	• Home Care • Managed Care • Formularies • Pharmacy Network • "Electronic Detailing" & Rep Support	• Electronic Patient Record • Outpatient Laboratory Transactions • Patient Health Maintenance
Main Revenue Sources	• Pharmaceutical Advertising • Pharmaceutical Micromarketing Information • Membership & Usage Fees	• Prescription Processing • Micromarketing Information • Membership & Usage Fees	• Patient Transaction Processing • Communication Services • Micromarketing Information • Membership & Usage Fees
Competitive Advantage	• "Medical Info Vending Machines" • Sophisticated MD Targeting ("Ad Wizard"/ "Smart Ads") • Installed Terminals, PDAs, & PCs • Computer-Sophisticated Members • Medical Society Support • Pharmaceutical Industry Support • Third-Party Office Systems Support • Pharmaceutical Executives' Online • User-Friendly Interface • Proprietary Text-Retrieval Software • Proprietary Psychometric Mktg Data	• "Smart Electronic Prescription Pads" (PDAs) • Installed Terminals, PDAs, & PCs • Automated Prescriber Assistance Programs • Proprietary managed care applications • National Electronic Formularies • Proprietary Prescriber Profiling • Patient Prescription Profiles • Proprietary Psychometric Marketing Data	• "National Health Card" • Installed-base of diverse POS/PON entry-points linking integral industry participants • Electronic Patient Transactions Network • Third-Party Office Systems Support • Hospital Systems Support • Cellular Communications link to Physicians
Strategic Alliances	• Medical & Professional Societies • Pharmaceutical Companies • Pharmaceutical Marketing Cos • Prescription Data Marketing Companies (IMS/ MMG/ PMS) • Third-party Content Providers (NLM/ Camdat/ USP) • Medical Office System Companies • Technology Providers (CompuServe/ Sybase/ Conquest/ Coconut/ Apple/ Sun/ HP/ Cube)	• Prescription Fulfillment Companies (Medco) • Pharmacies/Pharmacist Societies • Managed Care Organizations • HMOs/ PPOs/ IPAs • Hospital Chains • Hospital Formularies • Corp Employee Benefits Programs • Medical Office System Companies • Technology Providers (AT&T/ Apple/ EO/ Motorola/ HP)	• Corp Employee Benefits Programs • Private Health Insurance Carriers • BC/BS/Medicaid/ Medicare • Out-Patient Labs (MetPath/ BioScience/ SKF/ NHL) • Outpatient Testing Companies • Installment Credit Organizations • Electronic Claims Processing & Clearing Houses (NEIC/ EDS) • Medical Office & Hospital Systems Companies
Critical Technologies	• Systems Integration of existing hardware & software technology • Packet Data Network technology • Simple Text Retrieval Software • Third-party Content Development	• "Personal Digital Assistants" (PDAs) • Data network technology • Proprietary PDA applications development • Personal Info Management (PIM)	• Systems Integration • Proprietary patient administration & cost-containment applications development • Cellular data network technology
Infrastructure Milestones	• 150,000 physician members • 5,000 hospital members • 5,000 hospital-based terminals • 5,000 PDAs in Physician Offices • 150,000 additional POL software installations	• 300,000 physician members • 10,000 hospital members • 20,000 hospital-based terminals • 100,000 PDAs in Physician Offices • 10,000 mobile PDAs • 500,000 additional POL software installations	• 500,000 physician members • 10,000 hospital members • 50,000 hospital-based terminals • 300,000 PDAs in Physician Offices • 400,000 mobile PDAs • 800,000 additional POL software installations
Infrastructure $	$10,000,000	$50,000,000	$250,000,000
Infrastruct$/ MD	$100	$200	$500

1

Physicians' Online

A personalized online medical information & communications service dedicated to empowering physicians with the tools essential to advance the quality and control the cost of health care through informed decision-making.

2

Physician as Knowledge Worker
Problem & Opportunity

Gatekeeper

info
isia ds

| Info | PHYSICIAN | Rx |

Totally, time PC users

3

MO Access to computers they are

PCs in Health Care

Barriers to Physician Use

- Price
- Access
- Ease of Use
- Awareness
- Time

Desk-bound Document Processing

← expressing
← end of day use Medline

4

The Real Cost of Knowledge

Time
- Convenient Access
- Ease of Use

Money
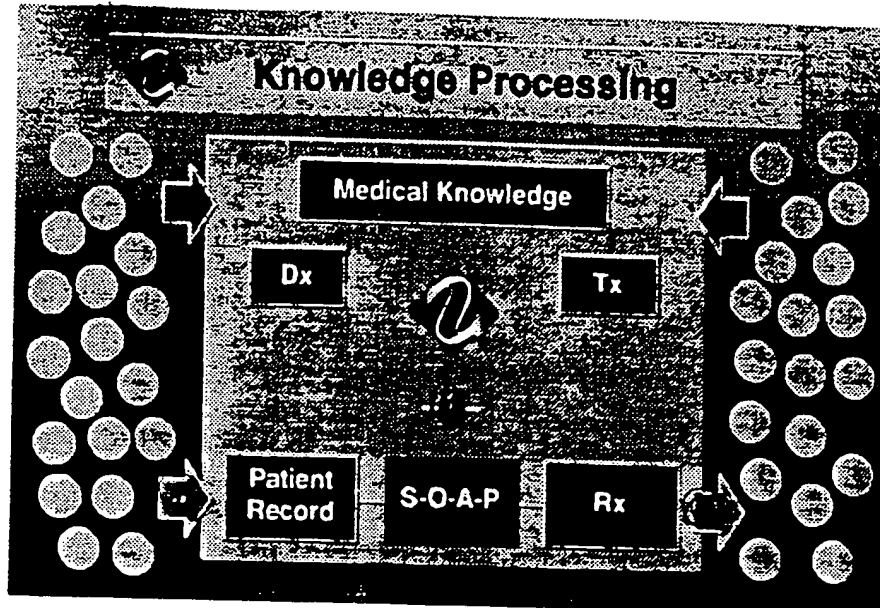- Price

Minimize the Cost of Knowledge

← terminals, PDAs
← NLP

← free.

← pass availability

5

3 tasks

Knowledge Processing

Medical Knowledge

Dx   Tx

Patient Record   S-O-A-P   Rx

T_x = Treatment
Therapy

MD values

Subjective
Objective
Assessment
Plan

Fulfillment Mgmt   Prescription
Therapy
Order writing

6

Physician "Desktop"

evolving

FLA

Desk-bound
Document Processing

Mobile
Knowledge Processing

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Physician "Desktop"

Points of Entry

Home	Office	Hospital
- PC - Smart Phone - PDA	- PDA - Smart Phone - PC - Office Network	- Dedicated Terminal - PC - Hospital Network - PDA - Smart Phone
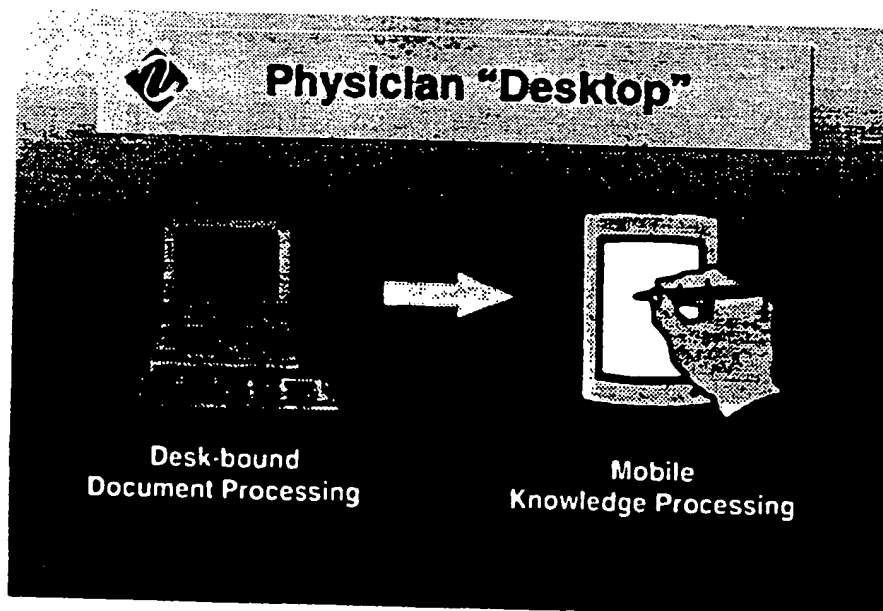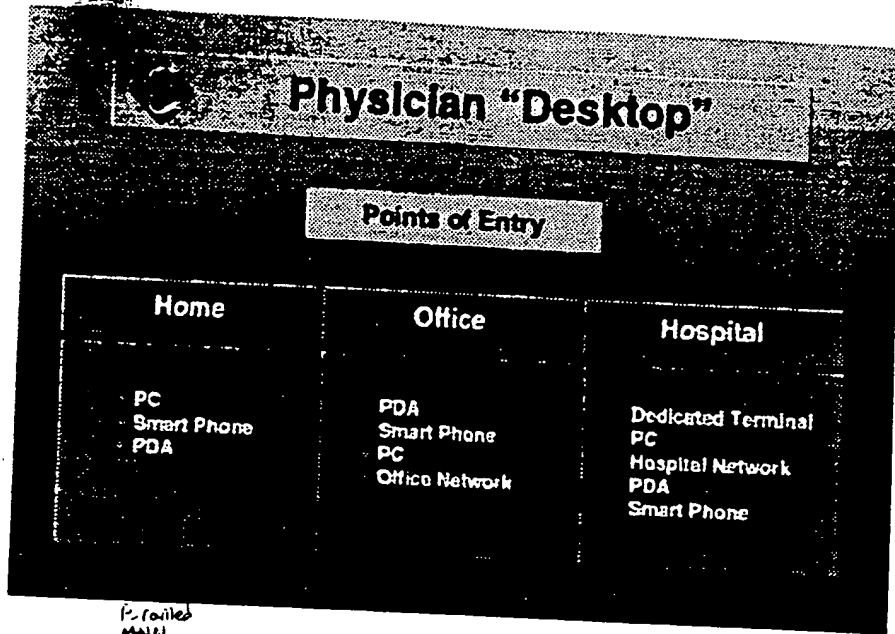
Evolving Desktop.
The future
How to get MDs
To use
HW or uses now

How is current
environment

Provided
MAIN

8

Physician Market Strategy

Phase I	Phase II	Phase III

deliver the MD.
to the network

THB 08068

9

Strategic Alliances

Phase by Phase
Sector by Sector Cooperative Participation

Cooperative vs Competitive
Market Growth vs Market Share

Physician "Desktop" Control
First Mover Advantage
Physician Use "All or Nothing"

A'..

Medco
McKesson
MMG
Garad
Focari
Conquest
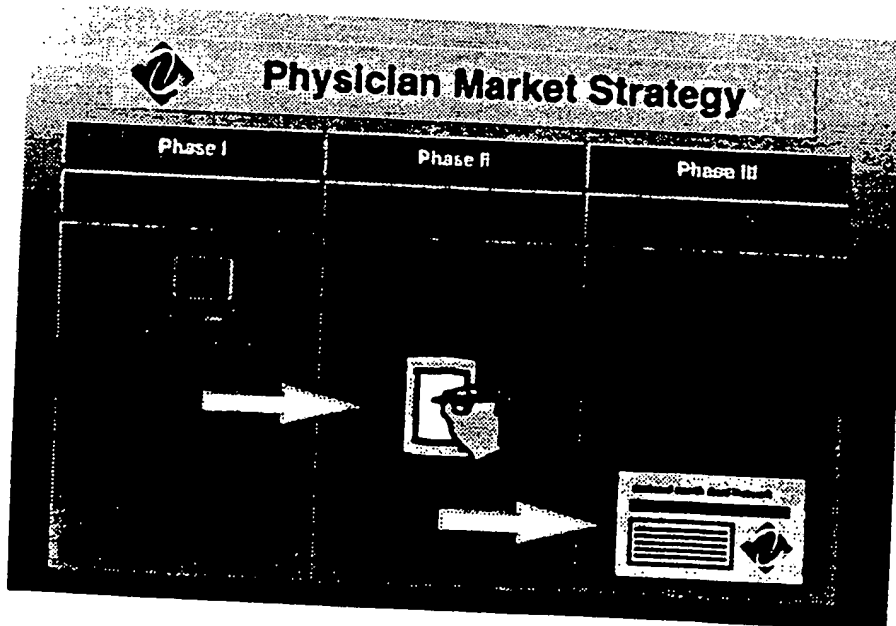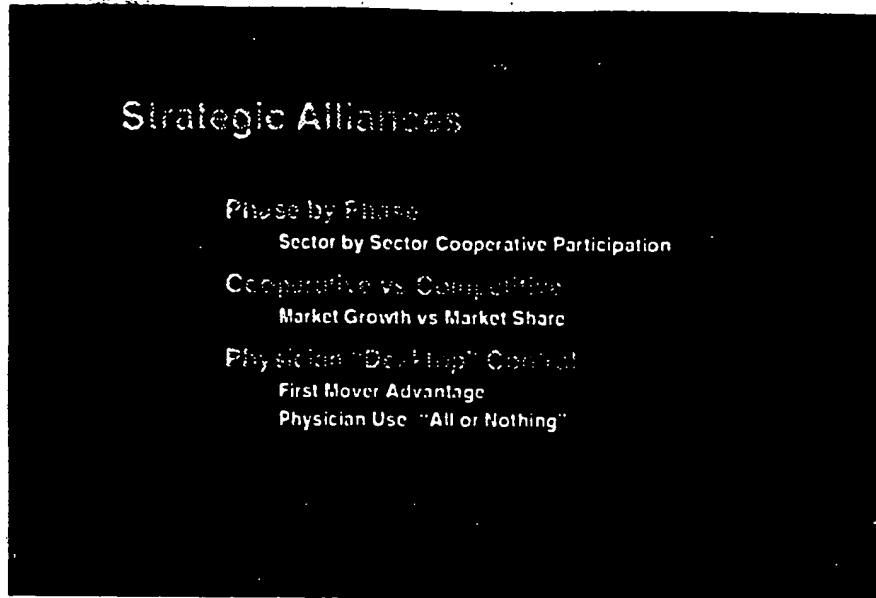
=fficient network

10

Welcome to

Physicians' Online

A Personal Online Medical
Information and Communications
Service for Member Physicians

(MESSAGE HERE)

contest,
sensitive

11

SERVICE WORKSPACE

MESSAGE

⅛ screen.

12

Main Menu

< 1 >
< 2 >
< 3 >
< 4 >
< 5 >
< 6 >
< 7 >
< 8 >
< 9 >
< 0 >   Quit

[MESSAGE HERE]

news services
stock quotes

13

Phase II:
Facilitating the Shift to Managed Fulfillment

(handwritten notes, top) 16 — ... Speaker ... Core ... Value of Knowing ... 12
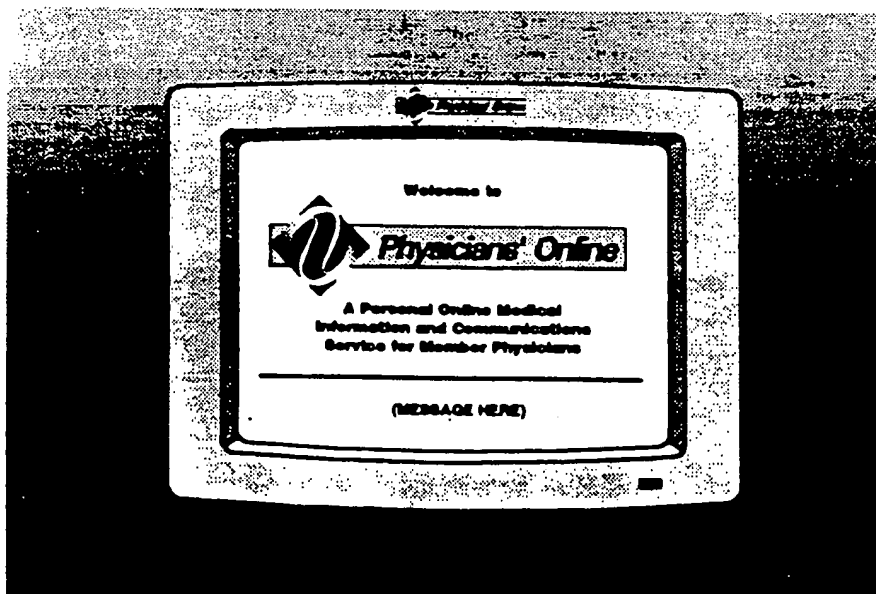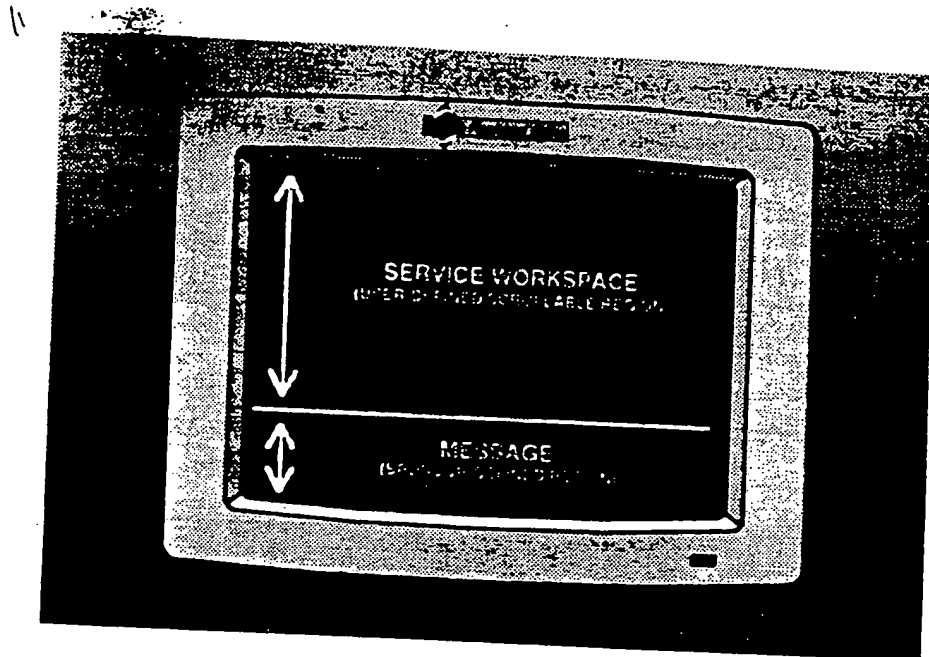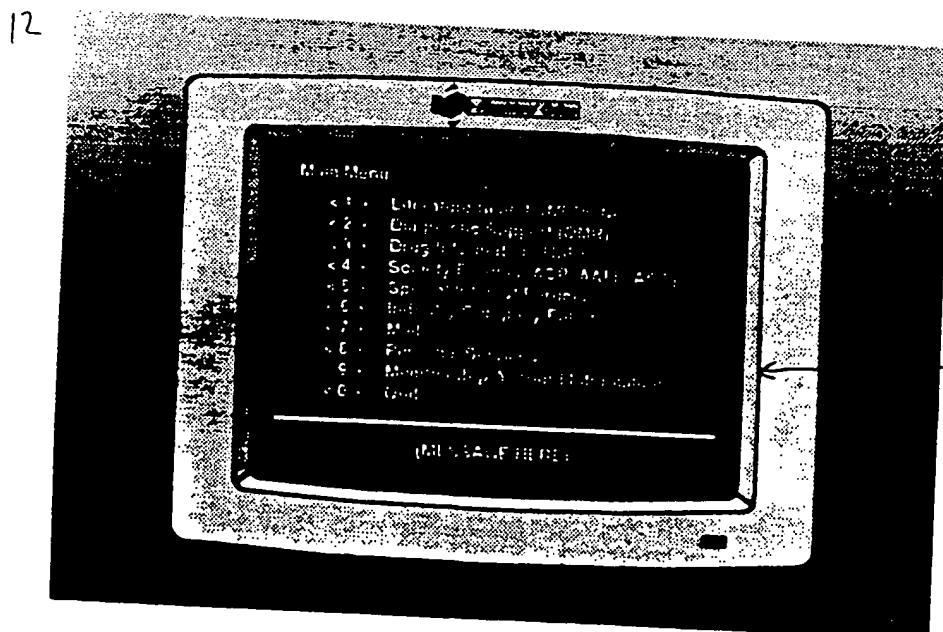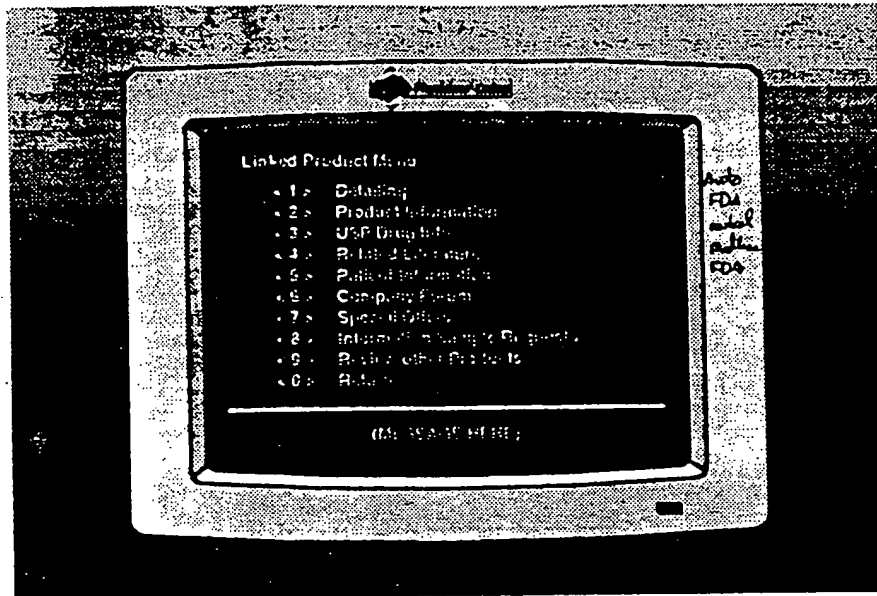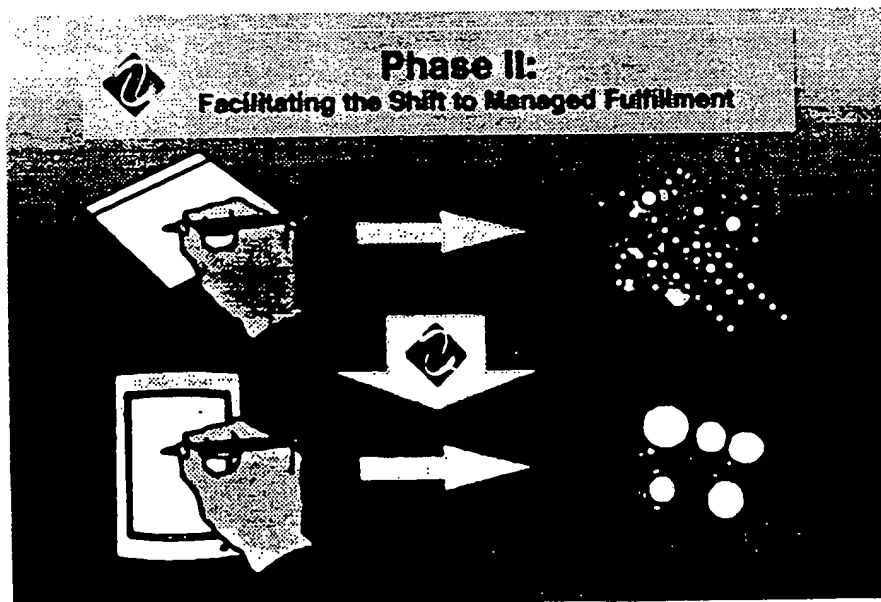
Keys to Success?

Physician ... ...
- "Physician-centric" Market Strategy
- *Minimize the Cost of Knowledge*

Data Integration ... ...
- Systems Integrator of Existing & Leading Technology

... ...

"First-Mover" Advantage

(handwritten) 18

"First-Mover" Advantage

Phase I	Phase II	Phase III
... Prescription B...	Smart Prescription Card	National Health Card
...	PDA Installed Base	Cellular Data Network
...	Prescriber Assistance Prgm	Dharms POS/PON Base
... Formulary B...	National Online Formulary	Electronic Patient Records
... Formulary	Rx Fulfillment Network	Claims Processing
Managed Care Support	Managed Care Support	Clinical Data Retrieval
Rx Industry Support	Prescription Data	Fulfillment Networks
Prescriber Level Targeting	"Health Card" Beta Test	Cost-Containment Programs
Prescription Data		Industry-wide Support
PDA Beta Test		

(handwritten notes, bottom)
incentive. complete billing & payment
most effective in ... all ... ...
who are NME's needs